

DECLARATION OF Yafa Saghian

I, Yafa Saghian, am above eighteen years of age, and am the President of Na El, Inc. I have personal knowledge of the matters set forth herein, and if called as a witness, could and would competently testify hereto.

1. I have been the President of Na El since 2005 and am familiar with its business practices, policies, and customers. Na El is a textile design and sales company located and doing business in Los Angeles County, California. It employs a small number of individuals, all of whom work in Los Angeles County. It has no interest in any real estate or other properties in New York, employs no one in New York, and has no bank accounts in New York.
2. Na El conducts all of its design and sales activity, including but not limited to the development and creation of designs, client solicitations, meetings, exhibition of samples, and logistics, from Los Angeles.
3. Na El does not, except as set forth below, (1) advertise to New York; (2) directly solicit business in New York; (3) directly serve the wholesale fabric or garment market in New York; (4) have sales agents or representatives in New York; (5) have an office, showroom or a warehouse in New York; (6) have any employees in New York; (7) have a license or registration to conduct business in New York; (8) have a bank account in New York; (9) send any of its employees or representatives into New York; or (10) have any mobile or web presence at all, let alone any sort of interactive medium that can be accessed by New Yorkers.
4. Na El sold the fabric at issue in this case to Lito from California in 2009 – 2011. The negotiations for these sales took place in California. The agreement to sell the fabric at issue was reached in California. Payment was tendered in California, and received by a California bank for deposit in a California bank account. The obligations under the agreement were discharged by Na El and Lito in California. The textile design at issue was conceived, developed, and formatted in California. Every aspect of these transactions took place in California, and no part of the transactions through which Na El sold to Lito the fabric at issue in this case had any connection to New York. At the time of making the sales at issue in this case, Na El was not doing any business with New York. Na El does not have any agents, employees, offices, licenses, inventory, or warehouses in New York. Na El is not registered to do business in New York.

5. In 2012 and 2013, Na EI was doing a very minor amount of business with New York customers, selling approximately \$15,707.94 worth of product to two customers in New York. This represents less than five percent (5%) of Na EI's business over that time period. Na EI does not have any agents, employees, offices, licenses, inventory, or warehouses in New York. Id. Na EI is not registered to do business in New York.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed June 28, 2013 at Los Angeles, California.

By:


Yafa Saghian